Registre de Commerce et des Sociétés
Numéro RCS : B196856
Référence de dépôt : L160090932
Déposé le 30/05/2016

MENTION

Bitstamp Europe S.A.
Société anonyme
Siège social : 10, rue Antoine Jans, L-1820 Luxembourg
R.C.S. Luxembourg : B 196 856

Les comptes annuels au 31 décembre 2015

ont été enregistrés et déposés au Registre de commerce et des sociétés.

Pour mention aux fins de publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 27 mai 2016.

Un mandataire

Registre de Commerce et des Sociétés
Numéro RCS : B196856
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Bitstamp Europe S.A.
10, rue Antoine Jans
L-1820 Luxembourg

R.C.S. Luxembourg B 196.856

Annual accounts as of 31 December 2015, and
Independent auditor's report

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Building a better
working world

Ernst & Young
Société anonyme

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Independent auditor's report

To the Shareholders of
Bitstamp Europe S.A.
10, rue Antoine Jans
L-1820 Luxembourg

Report on the annual accounts

We have audited the accompanying annual accounts of Bitstamp Europe S.A. (the "Company"), which comprise the balance sheet as of 31 December 2015 and the profit and loss account for the period from 5 May 2015 (date of incorporation) to 31 December 2015, and a summary of significant accounting policies and other explanatory information.

Board of Directors' responsibility for the annual accounts

The Board of Directors is responsible for the preparation and fair presentation of these annual accounts in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the annual accounts and for such internal control as the Board of Directors determines is necessary to enable the preparation and presentation of annual accounts that are free from material misstatement, whether due to fraud or error.

Responsibility of the "réviseur d'entreprises agréé"

Our responsibility is to express an opinion on these annual accounts based on our audit. We conducted our audit in accordance with International Standards on Auditing as adopted for Luxembourg by the "Commission de Surveillance du Secteur Financier". Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the annual accounts are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the annual accounts. The procedures selected depend on the judgment of the "réviseur d'entreprises agréé", including the assessment of the risks of material misstatement of the annual accounts, whether due to fraud or error. In making those risk assessments, the "réviseur d'entreprises agréé" considers internal control relevant to the entity's preparation and fair presentation of the annual accounts in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors, as well as evaluating the overall presentation of the annual accounts.

Building a better working world

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the annual accounts give a true and fair view of the financial position of Bitstamp Europe S.A. as of 31 December 2015, and of the results of its operations for the period from 5 May 2015 (date of incorporation) to 31 December 2015 in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the annual accounts.

Ernst & Young
Société anonyme
Cabinet de révision agréé

Olivier Lemaire

Luxembourg, 26 April 2016

RCS Nr. . Luxembourg B 196.856 | Matricule : 2015 22 06055

BALANCE SHEET

Financial year from 05. May 2015 to 31. December 2015 (in EUI

Bitstamp Europe S.A.
10, rue Antoine Jans
L-1820 Luxembourg

ASSETS

	Notes		Current year		Previous year
A. Subscribed capital unpaid		101	-	102	-
I. Subscribed capital not called		103	-	104	-
II. Subscribed capital called but not paid		105	-	106	-
B. Formation expenses		107	-	108	-
C. Fixed assets		109	26 676,37	110	-
I. Intangible fixed assets		111	24 862,50	112	-
1. Research and development costs		113	-	114	
2. Concessions, patents, licences, trade marks and similar rights and assets, if they were		115	24 862,50	116	
a) acquired for valuable consideration and need not be shown under C.I.3	3	117	24 862,50	118	-
b) created by the undertaking itself		119	-	120	-
3. Goodwill, to the extent that it was acquired for valuable consideration		121	-	122	-
4. Payments on account and tangible fixed assets under development		123	-	124	-
II. Tangible fixed assets		125	1 813,87	126	-
1. Land and buildings		127	-	128	-
2. Plant and machinery		129	-	130	-
3. Other fixtures and fittings, tools and equipment	4	131	1 813,87	132	
4. Payments on account and tangible fixed assets under development		133	-	134	-
III. Financial fixed assets		135	-	136	-
1. Shares in affiliated undertakings		137		138	
2. Amounts owed by affiliated undertakings		139	-	140	-
3. Shares in undertakings with which the company is linked by virtue of participating interests		141	-	142	-
4. Amounts owed by undertakings with which the company is linked by virtue of participating interests		143	-	144	-
5. Securities held as fixed assets		145	-	146	-
6. Loans and claims held as fixed assets		147	-	148	-
7. Own shares or own corporate units		149	-	150	-
D. Current assets		151	1 214 970,92	152	-
I. Inventories		153	-	154	-
1. Raw materials and consumables		155	-	156	-
2. Work and contracts in progress		157	-	158	-
3. Finished goods and goods for resale		159	-	160	
4. Payments on account		161	-	162	-
II. Debtors		163	223 080,80	164	-
1. Trade debtors		165	-	166	-
a) becoming due and payable within one year		167		168	-
b) becoming due and payable after more than one year		169	-	170	-
2. Amounts owed by affiliated undertakings		171	223 080,80	172	-
a) becoming due and payable within one year	5	173	223 080,80	174	-
b) becoming due and payable after more than one year		175	-	176	-
3. Amounts owed by undertakings with which the company is linked by virtue of participating interests		177	-	178	-
a) becoming due and payable within one year		179	-	180	-
b) becoming due and payable after more than one year		181	-	182	-
4. Other debtors		183	-	184	-
a) becoming due and payable within one year		185	-	186	-
b) becoming due and payable after more than one year		187	-	188	-
III. Transferable Securities		189	-	190	-
1. Shares in affiliated undertakings and in undertakings with which the company is linked by virtue of participating interests		191	-	192	-
2. Own shares or own corporate units		193	-	194	-
3. Other transferable securities		195	-	196	-
III. Cash at bank, cash in postal cheque accounts, cheques and cash in hand		197	991 890,12	198	-
E. Prepayments		199	-	200	-
TOTAL (ASSETS)		201	1 241 647,29	202	-

The notes in the annex form an integral part of the annual accounts

LIABILITIES

	Notes		Current year		Previous year
A. Capital and reserves		301	**741 186,78**	302	-
I. Subscribed capital	6	303	1 000 000,00	304	-
II. Share premium and similar premiums		305	-	306	-
III. Revaluation reserves		307	-	308	-
IV Reserves		309	-	310	-
1. Legal reserve		311	-	312	-
2. Reserve for own shares or corporate units		313	-	314	-
3. Reserves provided for by the articles of association		315	-	316	-
4. Other reserves		317	-	318	-
V. Profit or loss brought forward		319	-	320	-
VI. Profit or loss for the financial year		321	(258 813,22)	322	-
VII. Interim dividends		323	-	324	-
VIII. Capital investment subsidies		325	-	326	-
B. Subordinated debts		329	-	330	-
1. Convertible loans		413	-	414	-
a) becoming due and payable within one year		415	-	416	-
b) becoming due and payable after more than one year		417	-	418	-
2. Non convertible loans		419	-	420	-
a) becoming due and payable within one year		421	-	422	-
b) becoming due and payable after more than one year		423	-	424	-
B. Provisions		331	**4 938,36**	332	-
1. Provisions for pensions and similar obligations		333	-	334	-
2. Provisions for taxation	13	335	4 938,36	336	-
3. Other provisions		337	-	338	-
C. Non subordinated debts		339	**495 522,15**	340	-
1. Debenture loans		341	-	342	-
a) Convertible loans		343	-	344	-
i) becoming due and payable within one year		345	-	346	-
ii) becoming due and payable after more than one year		347	-	348	-
b) Non convertible loans		349	-	350	-
i) becoming due and payable within one year		351	-	352	-
ii) becoming due and payable after more than one year		353	-	354	-
2. Amounts owed to credit institutions		355	-	356	-
a) becoming due and payable within one year		357	-	358	-
b) becoming due and payable after more than one year		359	-	360	-
3. Payments received on account of orders in so far as they		361	-	362	-
a) becoming due and payable within one year		363	-	364	-
b) becoming due and payable after more than one year		365	-	366	-
4. Trade creditors		367	17 904,76	368	-
a) becoming due and payable within one year	7	369	17 904,76	370	-
b) becoming due and payable after more than one year		371	-	372	-
5. Bills of exchange payable		373	-	374	-
a) becoming due and payable within one year		375	-	376	-
b) becoming due and payable after more than one year		377	-	378	-
6. Amounts owed to affiliated undertakings		379	406 486,29	380	-
a) becoming due and payable within one year	8	381	406 486,29	382	-
b) becoming due and payable after more than one year		383	-	384	-
7. Amounts owed to undertakings with which the undertaking is linked by virtue of participating interests		385	-	386	-
a) becoming due and payable within one year		387	-	388	-
b) becoming due and payable after more than one year		389	-	390	-
8. Tax and social security debts		391	13 246,36	392	-
a) Tax		393	6 093,20	394	-
b) Social security		395	7 153,16	396	-
9. Other creditors		397	57 884,75	398	-
a) becoming due and payable within one year	9	399	57 884,75	400	-
b) becoming due and payable after more than one year		401	-	402	-
E. Deferred income		403	-	404	-
TOTAL (LIABILITIES)		405	**1 241 647,29**	406	-

The notes in the annex form an integral part of the annual accounts.

Document émis électroniquement

RCS Nr. : 196.856 | Matricule : 2015 22 06055

PROFIT AND LOSS ACCOUNT

Financial year from 05. May 2015 to 31. December 2015 (in EUR)

Bitstamp Europe S.A.
10, rue Antoine Jans
L-1820 Luxembourg

Charges

	Notes		Current year		Previous year
1. **Use of merchandise, raw materials and consumable materials**		601		602	-
2. **Other external charges**	10	603	125 908,20	604	-
3. **Staff costs**	11	605	353 625,15	606	-
a) Salaries and wages		607	333 166,69	608	-
b) Social security on salaries and wages		609	20 458,46	610	-
c) Supplementary pension costs		611	-	612	-
d) Other social costs		613	-	614	-
4. **Value adjustments**		615	5 282,18	616	-
a) on formation expenses and on tangible and intangible fixed assets	3 & 4	617	5 282,18	618	-
b) on current assets		619	-	620	-
5. **Other operating charges**		621	-	622	-
6. **Value adjustments** and fair value adjustments on financial fixed assets		623	-	624	-
7. **Value adjustments** and fair value adjustments on financial current assets. Loss on disposal of transferable securities		625	-	626	-
8. **Interest payable and similar charges**		627	-	628	-
a) concerning affiliated undertakings		629	-	630	-
b) other interest payable and similar charges		631	-	632	-
9. **Share of losses of undertakings accounted for under the equity method**		649	-	650	-
10. **Extraordinary charges**		633		634	-
11. **Income tax**	13	635	1 605,00	636	-
12. **Other taxes** not included in the previous caption	13	637	3 333,36	638	-
13. **Profit for the financial year**		639	-	640	-
TOTAL CHARGES		641	489 753,89	642	-

B. INCOME

	Notes		Current year		Previous year
1. **Net turnover**		701	-	702	-
2. **Change in inventories of finished goods** and of work and contracts in progress		703	-	704	-
3. **Fixed assets under development**		705	-	706	-
4. **Reversal of value adjustments**		707	-	708	-
a) on formation expenses and on tangible and intangible fixed assets		709	-	710	-
b) on current assets		711	-	712	-
5. **Other operating income**	12	713	230 940,67	714	-
6. **Income from financial fixed assets**		715	-	716	-
a) derived from affiliated undertakings		717	-	718	-
b) other income from participating interests		719	-	720	-
7. **Income from financial current assets**		721	-	722	-
a) derived from affiliated undertakings		723	-	724	-
b) other income		725	-	726	-
8. **Other interest and other financial income**		727	-	728	-
a) derived from affiliated undertakings		729	-	730	-
b) other interest and similar financial income		731	-	732	-
9. **Share of profits of undertakings accounted for under the equity method**		745	-	746	-
10. **Extraordinary income**		733		734	-
13. **Loss for the financial year**		735	258 813,22	736	-
TOTAL INCOME		737	258 813,22	738	-

The notes in the annex form an integral part of the annual accounts

Bitstamp Europe S.A.
Société Anonyme

Notes to the accounts
As of 31 December 2015

Note 1 – General

Bitstamp Europe S.A. ("the Company") was incorporated in Luxembourg on 5 May 2015 as a "société anonyme" for an unlimited period of time.

The Company's registered office is established in 10, rue Antoine Jans, L-1820 Luxembourg. The Company is registered under RCS number B196.856.

The main purpose of the Company consists in the provision of payment services in the sense of the Law on Payment Services and in particular the services listed in points 3, 6 and 7 of the Annex of the Law on Payment Services. The company is also entitled to provide foreign exchange services pursuant to Article 10 (1) of the Law on Payment Services.

The Company may also, within the limits provided for by the Law on Payment Services, acquire and hold interests, directly or indirectly, in any form whatsoever, in any other Luxembourg or foreign entities, by way of, among others, the subscription or the acquisition of any securities and rights through participation, contribution, warranty, underwriting, purchase or option, negotiation or in any other way, or of financial debt instruments in any form whatsoever, and generally administrate, develop, manage, sell and transfer in consideration of a price that the Company shall deem appropriate (and more particularly in consideration of shares or parts or other interests of any company acquiring such holding of interests), all or part of such holding of interests.

In addition, the Company may within the limits provided for by the Law on Payment Services perform all legal, commercial, technical and financial transactions (including techniques or instruments which are in general likely to protect the Company against credit risk, exchange rate risk, interest rate risk or any other risk) and, in general, all transactions which are necessary or useful to fulfil its corporate object as well as all transactions directly or indirectly connected with the areas described above in order to facilitate the accomplishment of its corporate object in all areas described above.

The Company's financial year begins on the first day of January and ends on the last day of December, except for the first financial year which begins on 5 May 2015 and ends on 31 December 2015.

The Company is a subsidiary of Bitstamp Ltd. ("the sole shareholder") which owns 100% of its share capital.

In 2014, the Company filed with the Luxembourg Regulator (CSSF) a request for a license under the Law on Payment Services. As of 31 December 2015, the Company had not yet obtained its license and therefore had no operating activities. As such the Company incurred set up costs without generating significant revenues, which resulted in a net cumulated loss of EUR 258.813,22 as of 31 December 2015. On 25 April 2016, the Company has been granted its licence to act as a payment institution as defined by the Law on Payment Services by the Ministry of Finance. Therefore, the Company expects to be operational by 30 June 2016.

Note 2 – Summary of significant accounting policies

General principles

The annual accounts are drawn up in conformity with the Luxembourg legal and regulatory requirements and according to generally accepted accounting principles applicable in Luxembourg.

The significant accounting policies are as follows:

Tangible and intangible fixed assets

Tangible and intangible fixed assets are stated at cost less accumulated depreciation and amortization and any impairment adjustments. Depreciation and amortization are calculated on a straight line basis over the estimated useful life of the assets:

Concessions, patents, licenses, trademarks and similar rights and assets – 3 years
IT hardware – 4 years
Other fixtures and fittings, tools, equipment and motor vehicles – 4 years

The carrying values of tangible and intangible fixed assets are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

Debtors

Debtors are recorded at their nominal value. A value adjustment is made when their reimbursement is partly or completely in doubt. These value adjustments may not be continued if the reasons for which the value adjustments were made have ceased to apply.

Foreign currency translation

The Company maintains its books and records in EUR. Transactions in other currencies are translated into EUR at the rates of exchange prevailing on the dates of the transactions.

Non-monetary assets and liabilities denominated in other currencies are translated into EUR at the historical exchange rate. Other assets and liabilities denominated in other currencies are translated into EUR at the exchange rate at the balance sheet date. Realized exchange gains and losses and unrealized exchange losses are reflected in the profit and loss account. Unrealized exchange gains are not recorded.

Note 2 – Summary of significant accounting policies (continued)

Provisions

Provisions are intended to cover losses or debts of which the nature is clearly defined and which, at the date of the balance sheet are either likely to be incurred or certain to be incurred but uncertain as to their amount or as to the date on which they will arise.

Creditors

Creditors are valued at their nominal value.

Net turnover

The Company recognizes revenues for services and other revenue when all the following four recognition criteria are met: persuasive evidence of an arrangement exists, services have been rendered, the service price is fixed or determinable, and collectability is reasonably assured.

Note 3 – Intangible fixed assets

	Concessions, patents, licenses, trademarks and similar rights and assets
Gross value	EUR
As at 5 May 2015	---
Additions	29,835
Disposals	---
As at 31 December 2015	**29,835**
Depreciation	
As at 5 May 2015	---
- Charge of the year	4,972
- Disposals	---
As at 31 December 2015	**4,972**
Net book value	
As at 31 December 2015	**24,863**
As at 5 May 2015	---

In the opinion of the Board of Directors of the Company, the intangible fixed assets held by the Company do not present any permanent impairment as of 31 December 2015.

Note 4 – Tangible fixed assets

	Other fixtures and fittings, tools and equipment EUR
Gross value	
As at 5 May 2015	---
Additions	2,124
Disposals	---
As at 31 December 2015	**2,124**
Depreciation	
As at 5 May 2015	---
- Charge of the year	310
- Disposals	---
As at 31 December 2015	**310**
Net book value	
As at 31 December 2015	**1,814**
As at 5 May 2015	---

In the opinion of the Board of Directors of the Company, the tangible fixed assets held by the Company do not present any permanent impairment as of 31 December 2015.

Note 5 – Amounts owed by affiliated undertakings

Amounts owed by affiliated undertakings are due by Bitstamp Ltd., the sole shareholder of the Company, and mainly relate to manpower and other operating costs recharged by the Company in the framework of services rendered by the Company to Bitstamp Ltd.

Note 6 – Capital and reserves

Subscribed Capital

As of 31 December 2015, the subscribed capital of the Company amounts to EUR 1,000,000. It is represented by 1,000,000 nominative and fully paid up shares with a nominal value of EUR 1 each.

Note 6 – Capital and reserves (continued)

Legal Reserve

In accordance with the Luxembourg company law, the Company is required to transfer a minimum of 5% of its net profit for each financial year to a legal reserve. This requirement ceases to be necessary once the legal reserve reaches 10% of the issued subscribed capital. The legal reserve is not available for distribution to the shareholders.

Note 7 – Trade creditors

Trade creditors are due and payable within a period of one year.

Note 8 – Amounts owed to affiliated undertakings

Amounts owed to affiliated undertakings relate to amounts due to Bitstamp Ltd. and relate to manpower and other operating costs paid on behalf of the Company by Bitstamp Ltd.

Note 9 – Other creditors

Other creditors relate to amounts payable by the Company to its employees.

Note 10 – Other external charges

As of 31 December 2015, other external charges are composed as follows:

Other external charges	**2015**
Rental charges	50 762
HR Services	45 123
Audit & consulting fees	17 730
Others	12 293
	125 908

Bitstamp Europe S.A.
Société Anonyme

Notes to the accounts
As of 31 December 2015

Note 11 – Staff costs

The Company employed an average of 3 employees during the period.

Note 12 – Other operating income

In 2015, as the Company has no operating activities, other operating income mainly consists of recharges of manpower costs and other operating costs incurred by the Company in the framework of services rendered to its sole shareholder.

Note 13 – Tax and social security

The Company is subject to all taxes applicable to a Luxembourgish commercial company.

Note 14 – Subsequent event

On 25 April 2016, the Company has been granted its licence to act as a payment institution as defined by the Law on Payment Services by the Ministry of Finance.